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16 DEC -8 AM 10:55  
STATE OF FLORIDA  
TALLAHASSEE

**JERRY B. WELLS, P.L.**

Professional Limited Liability Company  
ATTORNEY AT LAW

127 Magnolia Avenue  
Daytona Beach, FL 32114  
Phone: (386) 253-3676

Deborah L. Schmit, Paralegal  
Facsimile: (386) 248-0724  
Web Site: [jerrybwells.com](http://jerrybwells.com)

**TRANSMITTAL LETTER**

**TO:** Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
(850) 245-6051

**DATE:** December 6, 2016

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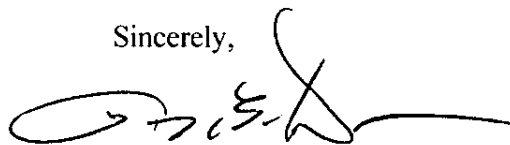
**Subject: DOWNES CATTLE OPERATION, L.L.C.**

Enclosed are an original and one copy of the Articles of Organization for the above referenced Limited Liability Company and our check in the amount of \$ 155.00 for the following:

1. \$100.00 filing fee.
2. \$25.00 for Registered Agent Fee.
3. \$30.00 for a Certified Copy of Record.

I also enclose a stamped, self-addressed envelope for your use in mailing the certified copy of the Article of Organization to me. Thank you.

Sincerely,



Jerry B. Wells

ds  
Enclosures

**ARTICLES OF ORGANIZATION  
OF DOWNES CATTLE OPERATION, L.L.C.**

16 DEC -8 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this company is DOWNES CATTLE OPERATION, L.L.C.

**ARTICLE II - DURATION**

This term of the company shall commence on the date the Articles of Organization are filed with the Secretary of State of the State of Florida and shall continue thereafter unless earlier dissolved in accordance with the provisions of Florida law or operating agreement of the company.

**ARTICLE III - PURPOSE**

This Limited Liability Company is created for the purpose of buying, raising and selling cattle, and such other legal business as may be agreed on by the members.

**ARTICLE IV – PLACE OF BUSINESS**

The principal place of business of this Limited Liability Company shall be 495 State Road 414 , New Smyrna Beach, Florida, 32168, and such other place or places as the member from time to time may determine.

**ARTICLE V – REGISTERED AGENT**

The name and address of the initial Registered Agent of the company shall be

JERRY B. WELLS

127 Magnolia Avenue  
Daytona Beach, FL 32114

#### **ARTICLE VI – MANAGEMENT OF BUSINESS**

The Limited Liability Company is to be managed by the members or such persons as may be designated or appointed by the members as managers. The names and addresses of the member managers who will serve until the first annual meeting of the members or until their successors are elected and qualified are:

NAME

ADDRESS

Laurence R. Downes

398 Triton Road, Ormond Beach, FL 32176

#### **ARTICLE VII – MEMBERS**

The Company shall have one member/manager who shall be as follows:

NAME

ADDRESS

Laurence R. Downes

398 Triton Road, Ormond Beach, FL 32176

After the date of the formation of the company, any person or entity acceptable to the members by their unanimous vote thereof may become a member of this company either by the issuance of the company of membership interest for such consideration as the members by their unanimous vote shall determine, or as a transferee of a member's membership interest or any portion thereof, subject to the terms and conditions of the operating agreement of the company.

## **ARTICLE VIII – CONTINUATION OF BUSINESS**

In the event of death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members of the limited liability company reserve the right to continue the business of the company upon the consent of all remaining members within ninety days of the withdrawal event, provided that at all times there remain at least two remaining members.

## **ARTICLE IX – MANAGEMENT OF THE COMPANY**

The Limited Liability Company is to be managed by the manager or such persons as may be designated or appointed by the members as managers. The names and addresses of the member manager who will serve until the first annual meeting of the members or until their successors are elected and qualified are:

NAME

ADDRESS

Laurence R. Downes

398 Triton Road, Ormond Beach, FL 32176

## **ARTICLE X – AMENDMENTS**

These articles, except with respect to the vested rights of the members, may be amended from time to time by a unanimous consent of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Department of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed

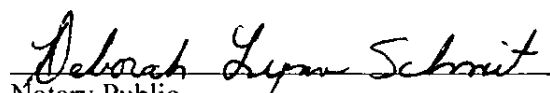
these Articles of Organization, under the laws of the State of Florida, this 5<sup>th</sup> day of December 2016.

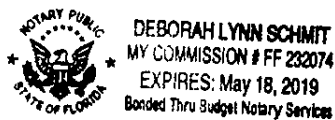
  
LAURENCE R. DOWNES

STATE OF FLORIDA                     ]  
  ] SS  
COUNTY OF VOLUSIA                ]

I HEREBY CERTIFY that before me this day, personally appeared LAURENCE R. DOWNES, to me known to be the person described in and who executed the foregoing Articles of Organization and acknowledged before me that he executed the same for the purposes therein expressed.

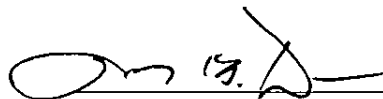
WITNESS my hand and official seal in the County and State above named this 5<sup>th</sup> day of December 2016.

  
Notary Public  
State of Florida



ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, having been named registered agent for the above stated limited liability company, at the place designated in the foregoing Articles of Organization, hereby accepts to act in this capacity, acknowledges that he is familiar with and agrees to comply with the provisions of Section 608.415, Florida Statutes, and accepts all responsibilities and obligations of that position.

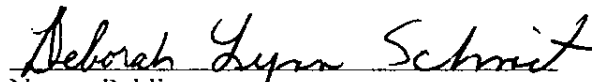
  
JERRY B. WELLS

16 DEC -8 AM 10:55  
SEAL OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA                    ]  
  ] SS  
COUNTY OF VOLUSIA                ]

I HEREBY CERTIFY that before me this day, personally appeared JERRY B. WELLS, to be known to be the person described in and who executed the foregoing Acceptance and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State above named this 5<sup>th</sup> day of December 2016.

  
Notary Public  
State of Florida at large

